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**E-FILED on June 9, 2006**

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11 Attorneys for Debtors and Debtors-in-Possession

12  
**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

13 In re:

14 USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case No. BK-S-06-10725 LBR

Case No. BK-S-06-10726 LBR

Case No. BK-S-06-10727 LBR

Case No. BK-S-06-10728 LBR

Case No. BK-S-06-10729 LBR

15

In re:

16 USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

Chapter 11

17

In re:

18 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

Debtor.

Jointly Administered Under

Case No. BK-S-06-10725 LBR

19

In re:

20 USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

Jointly Administered Under

Case No. BK-S-06-10725 LBR

21

In re:

22 USA SECURITIES, LLC,

Debtor.

**MOTION TO REMOVE FERTITTA  
ENTERPRISES, INC. AS MEMBER OF  
OFFICIAL COMMITTEE OF HOLDERS  
OF EXECUTORY CONTRACT RIGHTS**

**(AFFECTS USA COMMERCIAL  
MORTGAGE COMPANY)**

23 Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA First Trust Deed Fund, LLC

Date: OST PENDING

Time: OST PENDING

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1 USA Commercial Mortgage Company (“USA”), through its undersigned counsel, hereby  
2 moves this Court, pursuant to 11 U.S.C. § 1102, for an order requiring the U.S. Trustee to change  
3 the membership of the Official Committee of Holders of Executory Contract Rights Through USA  
4 Commercial Mortgage Company (the “ECC”) by removing Fertitta Enterprises, Inc. (“Fertitta”),  
5 acting through its corporate secretary and treasurer, William J. Bullard (“Bullard”), as a member  
6 of the ECC. Removing Fertitta/Bullard from the ECC is necessary to ensure “adequate  
7 representation of creditors,” as required by Section 1102(a)(4), and for other cause as set forth  
8 below.

## **POINTS AND AUTHORITIES**

### Statement of Facts

1       1. USA and four related entities (collectively, the “Debtors”) filed voluntary petitions  
2 for relief under chapter 11 of the U.S. Bankruptcy Code on April 13, 2006 (the “Petition Date”).  
3 The Debtors’ bankruptcy cases are being jointly administered as captioned above.

4       2. On May 10, 2006, the U.S. Trustee filed a Notice of Appointment (docket no. 202)  
5 appointing the seven current members of the ECC (copy attached hereto as **Exhibit A**). Upon  
6 information and belief, the U.S. Trustee selected the members for the ECC because they were  
7 among the 20 largest direct lenders (in terms of dollar amount of beneficial interests held) in loans  
8 being serviced by USA.<sup>1</sup>

19       3.      On May 24, 2006, Bullard signed, as the “Chairman” of the ECC, a Legal  
20 Representation Agreement with Gordon & Silver Ltd. (“G&S”). *See* Declaration of Gregory E.  
21 Garman in support of ECC’s Application to employ G&S (docket no. 380) (Exhibit 1 thereto). At  
22 the hearing held June 5, 2006, the Court approved the ECC’s employment of G&S. On  
23 information and belief, Bullard, acting on behalf of Fertitta, continues to act as the chair of the  
24 ECC.

<sup>28</sup> <sup>1</sup> The Debtors provided to the U.S. Trustee's office at the commencement of the bankruptcy cases a list of the 20 largest direct lenders on loans serviced by USA.

1           4. According to publicly available electronic records of the Nevada Secretary of State,  
 2 Bullard serves as the Secretary and Treasurer of Fertitta.

3           5. On May 31, 2006, USA filed a revised preliminary Loan Summary providing  
 4 updated preliminary information, as of March 26, 2006, concerning the loans serviced by USA  
 5 (the “Loan Summary”) (copy attached hereto as **Exhibit B**).

6           6. USA has determined that Fertitta is a direct lender on the following loans included  
 7 in the Loan Summary: (a) Brookmere/Matteson (listed as having an outstanding loan balance of  
 8 \$5,904,394 and 229 direct lenders); (b) Colt Gateway (\$3,514,069 and 3 direct lenders); (c) Hasley  
 9 Canyon (\$11,700 and 114 direct lenders); (d) Marlton Square (\$30,000,000 and 272 direct  
 10 lenders); and (e) Tapia Ranch (\$22,000,000 and 179 direct lenders).

11          7. USA’s new post-petition management recently learned that Fertitta had special  
 12 arrangements and side agreements granted by USA’s prior management that were not generally  
 13 available to thousands of other direct lenders on loans serviced by USA. Nor were these special  
 14 arrangements and side agreements granted to any of the other direct lenders on the four specific  
 15 loans mentioned above in which Fertitta invested. The highly selective and favorable treatment  
 16 granted to Fertitta through these special arrangements and side agreements included a higher  
 17 interest rate paid to Fertitta on the Hasley Canyon and Tapia loans, and agreements granting  
 18 Fertitta a large portion of USA’s exit fee on those loans. In particular, according to a list of direct  
 19 lenders on the Hasley Canyon loan obtained from USA’s records attached hereto as **Exhibit C**, it  
 20 appears that while all of the other 113 direct lenders on the Hasley Canyon loan were receiving  
 21 monthly interest payments at a 17.0% annual rate, Fertitta was receiving 18.0% interest.  
 22 Similarly, according to a list of direct lenders on the Tapia Ranch loan obtained from USA’s  
 23 records attached hereto as **Exhibit D**, it appears that while all of the other 178 direct lenders on the  
 24 Tapia Ranch loan were receiving monthly interest payments at a 12.5% annual rate, Fertitta was  
 25 receiving 13.0% interest.

26          8. As to the special exit fee arrangements, Bullard, on behalf of Fertitta, and Joseph  
 27 D. Milanowski (“Milanowski”) (USA’s former president), on behalf of USA, executed an  
 28 Agreement dated March 10, 2004 purporting to grant Fertitta a 26.35% share of an exit fee due to

1 USA in connection with the Hasley Canyon loan (aka Los Valles Land & Golf, LLC) (copy  
 2 attached hereto as **Exhibit E**). Similarly, Bullard, on behalf of Fertitta, and Milanowski, on behalf  
 3 of USA, executed an Agreement dated September 28, 2004 purporting to grant Fertitta a 22.73%  
 4 share of an exit fee due to USA in connection with the Tapia loan (aka Castaic Partners, LLC)  
 5 (copy attached hereto as **Exhibit F**).

6 Legal Argument

7 Section 1102(a)(4), which was added by the 2005 amendments to the Bankruptcy Code,  
 8 provides in relevant part:

9 On request of a party in interest and after notice and a hearing, the court may order  
 10 the United States trustee to change the membership of a committee appointed under this  
 11 subsection, if the court determines that the change is necessary to ensure adequate  
 representation of creditors . . . .

12 11 U.S.C. § 1102(a)(4). Thus, this Court has specific statutory authority to order the U.S.  
 13 Trustee to change the membership of a creditor's committee if necessary "to ensure adequate  
 14 representation of creditors" and USA has standing to request that the Court do so. The Court also  
 15 has inherent authority to remove a committee member for cause. In USA's case, with respect to  
 16 the ECC, such a change is necessary.

17 Fertitta obtained special arrangements from USA's prior management that provided  
 18 Fertitta an enhanced return on its investment relative to the other investors in the Hasley Canyon  
 19 and Tapia loans. USA and/or the ECC will need to investigate the circumstances surrounding  
 20 these special deals and the nature of the relationships Fertitta and Bullard had and may still have  
 21 with USA's prior management. USA, and possibly the direct lenders in the Hasley Canyon and  
 22 Tapia loans, may have claims against Fertitta arising from these circumstances. Thus, Fertitta, and  
 23 Bullard as an officer of Fertitta and Fertitta's representative on the ECC, do not adequately  
 24 represent the interests of direct lenders and should not be on the ECC. Further, the close  
 25 relationship evident between Fertitta and USA's prior management is further cause for removing  
 26 Bullard/Fertitta from the ECC.

27 There is a significant danger that as chair of the ECC, Bullard may attempt to improperly  
 28 influence the ECC in ways that would further Fertitta's special arrangements to the detriment of

1 the thousands of direct lenders who did not benefit from such special arrangements. The  
 2 conflicting interests and adversarial relationship between Fertitta and the many direct lenders who  
 3 may have claims against USA based on diverted principal repayments, along with Fertitta's and  
 4 Bullard's apparently close connection with USA's prior management, means that Fertitta is not  
 5 representative of the interests of direct lenders who are creditors of USA. Moreover, the Debtors  
 6 need to be able to work cooperatively with the four official committees that have been appointed  
 7 in these cases, including the ECC, in aggressively pursuing claims against USA's former  
 8 management. The apparent close relationship between the ECC's current chair and USA's former  
 9 management may seriously hamper such efforts.

10 **CONCLUSION**

11 Based upon the foregoing, USA respectfully requests that the Court order the U.S. Trustee  
 12 to change the composition of the ECC by removing Bullard/Fertitta as a member of the ECC and  
 13 appointing a replacement.

14 Respectfully submitted this 9th day of June, 2006.

15 /s/ JEANETTE E. MCPHERSON

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 17 Jeanette E. McPherson, Nevada Bar No. 5423  
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 22 RAY QUINNEY & NEBEKER P.C.  
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# *Exhibit A*

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2 State Bar # IA PK9228  
3 *augie.landis@usdoj.gov*  
4 SCOTT ANDREW FARROW, Attorney  
5 State Bar # WI 1000609  
6 *scott.a.farrow@usdoj.gov*

E-Filed on May 10, 2006

7 **UNITED STATES DEPARTMENT OF JUSTICE**  
8 Office of the United States Trustee  
9 300 Las Vegas Boulevard, So., Suite 4300  
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Facsimile: (702) 388-6658

10 Attorneys for the Acting United States Trustee  
11 SARA L. KISTLER

12 **UNITED STATES BANKRUPTCY COURT**

13 **DISTRICT OF NEVADA**

14 In re:

15 **USA Commercial Mortgage Company**  
16 06-10725 -- Lead Case

Jointly Administered

Chapter 11 Cases

Judge Linda B. Riegle Presiding

17 **USA Capital Realty Advisors, LLC**  
18 06-10726

Date: N/A

Time: N/A

Affecting:

All Cases

or Only:

- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC

19 **USA Capital Diversified Trust Deed Fund, LLC**  
06-10727

**USA Capital First Trust Deed Fund, LLC**  
06-10728

**USA Securities, LLC**  
06-10729

Debtors.

20

21 **NOTICE OF APPOINTMENT OF OFFICIAL COMMITTEE OF HOLDERS OF**  
**EXECUTORY CONTRACT RIGHTS THROUGH USA COMMERCIAL**  
**MORTGAGE COMPANY**

22 To the Honorable **LINDA B. RIEGLE**, United States Bankruptcy Judge:

23 Pursuant to 11 U.S.C. §§ 1102(a)(1) and (2), the following entities, who are fairly  
24 chosen, who are representative of creditors holding executory contract rights through USA  
25 Commercial Mortgage Company, and are willing to serve, are appointed to serve as the Official  
26 Committee of Holders of Executory Contract Rights in the case of In re USA Commercial  
27 Mortgage Company, Chapter 11 Case No. 06-10725:

1. William J. Bullard

Contact: Fertitta Enterprises, Inc.  
Address: P.O. Box 27555  
Telephone: Las Vegas, NV 89126-1555  
Telefax: (702) 221-4715  
Email: (702) 362-5889  
bbullard@gordonbiersch.com

2. Helms Homes, LLC

Contact: Terry Helms  
Address: 809 Upland Boulevard  
Telephone: Las Vegas, NV 89107  
Telefax: (702) 258-1044  
Email: (702) 258-0403  
amillionaire4U@earthlink.net

3. Terry R. Helms Living Trust 11/94

Contact: Terry Helms  
Address: 809 Upland Boulevard  
Telephone: Las Vegas, NV 89107  
Telefax: (702) 258-1044  
Email: (702) 258-0403  
amillionaire4U@earthlink.net

4. Homfeld II, LLC

Contact: Edward W. Homfeld  
Address: 858 Bishop Road  
Grosse Pointe Park, MI 48230  
Telephone: (954) 560-7709  
Telefax: (734) 827-7743  
Email: nhomfeld@gmacc.com

5. Arthur Polacheck

Address: 2056 Woodlake Circle  
Deerfield Beach, FL 33442  
Telephone: (954) 650-8768  
Telefax: (561) 417-6620  
Email: artclassics@bellsouth.net

6. Dennis Flier, Inc. Defined Benefit Trust Dated 6/29/87

Contact: Dennis Flier  
Address: 20155 Porto Vita Way, # 1803  
Aventura, FL 33180  
Telephone: (305) 792-9601  
Telefax: (305) 792-9602  
Email: DSFOM1@aol.com

## 7. Jim McCollum

Address: 1011 F Avenue  
Coronado, CA 92118  
Telephone: (619) 890-5125  
Telefax: None provided  
Email: JamesWMcCollum@aol.com

Respectfully submitted,

**SARA L. KISTLER  
ACTING UNITED STATES TRUSTEE  
REGION 17**

By: /s/ August B. Landis  
August B. Landis, Assistant United States Trustee  
United States Department of Justice

## ***Exhibit B***

**USA Capital**  
**LOAN SUMMARY**  
**AS OF MAY 26, 2006**

Performance Evaluation	Loan Name	Origination Date	Loan Outstanding	Collection Account			Due to	Direct Investors	No. of Investors
				Interest Prepaid to Investors <sup>5</sup>	Interest Outstanding	Principal Interest			
Performing	3685 San Fernando Road Partners, L.P.	8/2/05	7,350,000		174,358	(12,250)	1,809	159,748	83
Performing	5055 Calfwood, LLC <sup>2</sup>	2/24/06	1,438,611	22,500	23,250	61,389 (1,250)		83,389	33
Performing	5252 Orange, LLC <sup>2</sup>	12/22/05	3,800,000	45,789	70,111	(3,167)		66,944	66
Performing	60th Street Venture, LLC <sup>2</sup>	12/22/05	3,700,000	45,715	67,085	(3,083)		64,002	49
Non-Performing	6425 Gess, LTD	4/14/05	26,500,000	2,208,261	1,770,600				286
Non-Performing	Amesbury/Hatters Point (Amesburyport Corporation)	12/16/02	18,672,455	2,042,221	TBD	569,738	TBD		393
Non-Performing	Anchor B, LLC	5/31/05	5,835,422	636,627	517,607				50
Non-Performing	Ashby Financial \$7,200,000 <sup>6</sup>	5/3/04	7,200,000	1,737,600	1,591,201				73
Non-Performing	B & J Investments <sup>1</sup>	9/29/99	27,500	469,008	TBD				1
Non-Performing	BarUSA/\$15,300,000 (Barusa, LLC)	11/24/03	15,300,000	710,367	TBD				221
Non-Performing	Bay Pompano Beach, LLC	6/20/05	15,394,550	256,573	TBD	891,137			407
Repaid	Beastar, LLC <sup>4</sup>	5/2/05			TBD				84
Repaid	Beau Rivage Homes/\$8,000,000 <sup>4</sup>	1/2/03			TBD				157
Performing	Binford Medical Developers, LLC	8/31/05	7,450,000		156,271	(12,417)	24,812	119,042	92
Performing	Boise/Gowen 93, LLC <sup>2</sup>	8/26/05	2,425,000	25,260	28,189	(2,021)	-	24,168	17
Performing	Brookmere/Mateson \$27,050,000 <sup>7</sup>	10/29/03	5,904,394	39,036	54,553	25,000		52,347	229
Performing	Bundy Canyon \$1,050,000 <sup>2</sup> (Bundy Canyon Land Development, LLC)	1/6/06	1,050,000	15,925	23,333	36,021		12,688	1
Performing	Bundy Canyon \$2,500,000 <sup>2</sup> (Bundy Canyon Land Development, LLC)	5/2/05	2,300,000	27,625		25,747 (1,917)		23,831	34
Performing	Bundy Canyon \$5,000,000 <sup>2</sup> (Bundy Canyon Land Development, LLC)	9/28/05	4,250,000	46,042		45,576 (3,542)		41,738	43
Performing	Bundy Canyon \$5,725,000 <sup>2</sup> (Bundy Canyon Land Development, LLC)	1/14/05	5,725,000	123,285					53
Performing	Bundy Canyon \$7,500,000 (Bundy Canyon Land Development, LLC)	8/17/05	6,700,000	73,305		72,926 (5,583)		67,343	83
Performing	BySynergy, LLC \$4,434,446	2/3/06		4,434,446					3
Performing	Cabernet Highlands, LLC	2/17/05	3,000,000	10,125	7,886	76,250 (5,000)		63,364	65
Non-Performing	Castaic Partners II, LLC	7/11/05	5,600,000	198,220	87,208				57
Performing	Castaic Partners III, LLC	9/22/05	4,675,000	50,646	97,795	149,157 (11,687)	212	39,038	65

Preliminary Numbers Subject to Revision

**USA Capital  
LOAN SUMMARY  
AS OF MAY 26, 2006**

Performance Evaluation	Loan Name	Origination Date	Loan Outstanding	Interest Prepaid to Investors <sup>5</sup>			Principal	Service Fee	DIV Fund	First Trust	Direct Investors	Due to Collection Account	No. of Investors
				Interest Outstanding	Interest	Prepaid to Investors <sup>5</sup>							
Performing	Charievoix Homes, LLC <sup>2</sup> (Lindsay and Chandler Heights, LLC)	4/3/06	3,400,000	40,800									40
Performing	Clear Creek Plantation (Arapahoe Land Investments, L.P.)	3/15/05	2,900,000	31,292	21,446	29,967		(2,417)		210	5,894		36
Performing	Cloudbreak LV (Cloudbreak Las Vegas, LLC)	12/17/03	3,800,000	39,583			80,486		(6,333)	367	73,786	0	2
Non-Performing	Colt CREC Building (Colt Gateway LLC)	9/26/03	3,718,777	1,787,881	TBD								1
Non-Performing	Colt DIV added #1 (Colt Gateway LLC)	7/10/03	1,500,000	640,625	170,625								1
Non-Performing	Colt DIV added #2 <sup>1</sup> (Colt Gateway LLC)	7/10/03	3,100,000	1,021,708	352,625								1
Non-Performing	Colt Gateway LLC	1/17/03	3,514,069	3,297,705	TBD								3
Non-Performing	Colt Second TD (Colt Gateway LLC)	8/19/03	1,000,000	410,000	342,083								1
Performing	Columbia Managing Partners, LLC <sup>2</sup>	9/1/05	2,210,000	23,942			20,280		(1,842)		18,438		1
Performing	ComVest Capital (Comvest Capital Satellite Arms, Inc.)	1/11/06	4,125,000		301	89,059			(3,438)		15,203	70,118	56
Performing	Copper Sage Commerce Center Phase II <sup>2</sup> (Copper Sage Commerce Center, LLC)	3/1/06	3,550,000	36,979									51
Performing	Copper Sage Commerce Center, LLC	6/9/04	179,106		6,037	970,640					970,572		28
Performing	Corman Totec 160, LLC <sup>2</sup>	6/24/05	6,375,000	62,450			62,517		(5,313)		57,157		96
Non-Performing	Cottonwood Hills, LLC	6/14/05	4,000,000				94,889		(6,667)		22,056	66,167	21
Performing	Del Valle - Livingston <sup>2</sup> (Del Valle Capital Corporation, Inc.)	8/25/05	19,250,000	4,633			308,506		(16,041)		1,960	290,505	239
Repaid	Del Valle Isteri (Del Valle Capital Corporation, Inc.)	3/22/05			34,444	193,521	6,580,000		(11,500)		195,002	6,532,575	76
Non-Performing	Eagle Meadows Development <sup>3,6</sup>	10/19/05	31,050,000	353,306	TBD	656,000							285
Performing	Elizabeth May Real Estate, LLC <sup>2</sup>	2/24/06	10,050,000	100,500			103,850		(8,375)		1,140	94,335	147
EPIC Resorts <sup>1</sup>	Undetermined				TBD	TBD							1
Performing	Fiesta Development \$6.6 (Fiesta Development, Inc.)	11/14/05	6,600,000		19,617	145,383			(11,000)		114,766		1
Non-Performing	Fiesta Development McNaughton <sup>1</sup> (Fiesta Development, Inc.)	1/10/05	6,000,000	1,015,444	TBD								1
Performing	Fiesta Murrieta (Fiesta Development, Inc.)	4/14/05	6,500,000				143,181		(10,833)		130,412		69
Non-Performing	Fiesta Oak Valley (Oak Mesa Investors, LLC)	6/15/04	20,500,000	3,819,833	3,462,791								227
Non-Performing	Fiesta USA/Stoneridge (Capital Land Investors, LLC)	9/22/03	10,000,000	2,484,337	TBD								100
Performing	Fiesta/Beaumont \$2.4m (Fiesta Development, Inc.)	9/17/04	2,400,000	25,000			50,833		(4,000)		46,833		36
Performing	Foxhill 216, LLC <sup>3,8</sup>	2/23/06	25,980,000	285,693			299,402		(22,197)		267	276,938	300

**USA Capital**  
**LOAN SUMMARY**  
**AS OF MAY 26, 2006**

Performance Evaluation	Loan Name	Origination Date	Loan Outstanding	Interest Prepaid to Investors <sup>5</sup>			Principal	Service Fee	DIV Fund	First Trust	Direct Investors	No. of Investors
				Interest Outstanding	Interest	Investors						
Performing	Franklin - Stratford Investments, LLC	3/30/05	5,225,000			116,564			22,532	94,032	(0)	2
Repaid	Freeway 10 <sup>4</sup> Gateway Stone (Gateway Stone Associates, LLC) <sup>3</sup>	8/9/04	TBD									57
Non-Performing	Glendale Tower Partners, L.P.	11/18/05	13,185,000	137,181	17,006	139,462	(11,151)		844	110,460		161
Non-Performing	LCG Gilroy, LLC	11/23/04	4,950,000	360,594	TBD				-	-		59
Performing	Golden State Investments II, L.P.	6/9/05	6,500,000	75,833		154,194				152,154		95
Non-Performing	Goss Road <sup>2</sup> Savannah Homes, LLC	6/27/05	2,850,000	128,282	TBD							37
Performing	Gramercy Court Condos (Grammercy Court, Ltd.)	11/2/04	1,000,000	12,500								20
Non-Performing	Harbor Georgetown, L.L.C.	6/25/04	34,884,500	923,638	500,132	467,035						332
Non-Performing	Hasley Canyon (Los Valles Land & Golf, LLC.)	8/16/04	8,800,000	356,941	146,803							103
Non-Performing	Hesperia II <sup>2</sup> (Southern California Land Development, LLC)	3/3/04	11,700,000	1,568,300	TBD	150,000						114
Performing	HFA - Riviera Riviera-Homes for America Holdings LLC	4/1/05	4,250,000	60,964								65
Repaid	I-HFA- North Yonkers (One Point Street, Inc.)	6/24/05			TBD	767,361	5,000,000					90
Non-Performing	I-HFA- Clear Lake LLC	1/6/05	16,050,000	2,642,136	2,140,552							207
Repaid	I-HFA- Riviera 2nd (Riviera-HFAH, LLC)	4/29/04			2,354,180	2,698,080	8,000,000	(142,538)				99
Non-Performing	I-HFA- Windham (HFAH Asylum, LLC)	11/15/04	5,550,000	951,580	800,862							74
Non-Performing	I-HFA-Clear Lake 2nd (HFAH Clear Lake, LLC)	6/24/05	2,750,000	386,233	288,935							36
Non-Performing	I-HFAH/Monaco, LLC	12/19/03	4,000,000	1,279,500	1,189,500							1
Non-Performing	Huntsville (West Hills Park Joint Venture)	3/31/04	10,475,000	922,176	729,057							116
Performing	I-40 Gateway West, LLC <sup>2</sup>	1/11/05	4,530,000	45,300		46,810					43,193	46
Performing	Interstate Commerce Center Phase II (ISCC) Phase II, LLC	3/1/06	1,065,000	14,200		13,727					13,727	23
Non-Performing	Interstate Commerce Center, LLC	2/20/04	2,391,355	38,931								4
Performing	J. Jireh's Corporation <sup>2</sup>	9/2/05	8,825,000	95,532	97,635				2,932	94,704	105	
Performing	La Hacienda Estate, LLC <sup>2</sup>	11/11/04	6,255,000	64,497	56,885				56,430	83		
Non-Performing	Lake Helen Partners <sup>9</sup>	12/7/04	3,129,499	76,768								35

**USA Capital  
LOAN SUMMARY  
AS OF MAY 26, 2006**

Performance Evaluation	Loan Name	Origination Date	Loan Outstanding	Interest Prepaid to Investors <sup>5</sup>			Service Fee	DIV Fund	First Trust	Direct Investors	Due to Collection Account	No. of Investors
				Interest Outstanding	Interest	Principal						
Performing	Lenn Hills, LTD <sup>2</sup>	12/7/05	10,350,000	263,875								130
Non-Performing	Margarita Annex <sup>10</sup>	7/26/04	12,000,000	130,000	109,365	255,667				37,551	108,751	105
Non-Performing	Maniton Square (MS Acquisition Company, LLC)	8/11/05	30,000,000	630,545	1,800,427	1,912,138		(143,332)				272
Non-Performing	Maniton Square 2nd (MS Acquisition Company, LLC)	8/11/05	6,000,000	197,333	249,655	250,267		(10,000)				108
Non-Performing	Marquis Hotel (USA Investors VI, LLC)	3/29/05	13,500,000	2,673,088	2,436,597							169
Performing	Meadow Creek Partners, LLC	2/23/06	8,250,000		1,903	114,454		(9,501)		899	102,151	103
Non-Performing	Midvale Marketplace, LLC	6/30/05	4,075,000	247,746	161,086							49
Performing	Mountain House Business Park <sup>2</sup> (Pegasus-MH Ventures I, LLC)	6/10/04	16,800,000	182,000								202
Performing	Oak Shores II (John E. King and Carole D. King)	6/6/05	12,150,000	31,416	265,110		(20,669)		161	3,630	240,633	176
Performing	Ocean Atlantic <sup>2</sup> (Ocean Atlantic/PFG-Westbury, LLC)	11/1/05	2,700,000	33,750	34,875		(2,250)				32,625	32
Performing	Ocean Atlantic \$5,425,000 (Ocean Atlantic Chicago, LLC)	1/23/06	8,925,000	93,663	3,810	92,023		(4,634)		12,207	71,372	105
Repaid	Opaque/Mt. Edge \$7,350,000 <sup>4</sup> (Opaque Land Development, LLC)	11/5/03			TBD	856,615	4,827,970	(66,846)				95
Non-Performing	Palm Harbor One, LLC <sup>3</sup>	12/14/05	28,480,000	324,715	TBD	114,000						309
Non-Performing	Placer Vineyards (Placer County Land Speculators, LLC)	12/10/04	31,500,000	1,895,807	TBD							343
Non-Performing	Placer Vineyards 2nd (Placer County Land Speculators, LLC)	12/10/04	6,500,000	436,222	TBD							118
Performing	Preserve at Galleria, LLC	10/6/05	4,356,000	743		56,299	298,000	(4,005)		349,918		73
Performing	Redwood Properties, LLC <sup>1</sup>	11/15/05	269,641									1
Performing	Rio Rancho Executive Plaza, LLC <sup>2</sup>	1/17/06	2,250,000	24,393		21,528		(1,741)		616	19,172	32
Performing	Roam Development Group L.P.	3/23/05	26,251,945	436,325	TBD	399,770	211,172					291
Non-Performing	Saddleback <sup>1</sup>	Undetermined	375,000	9,849								1
Non-Performing	Shamrock Tower, LP (619 Main, LP)	8/5/04	10,500,000	1,695,827	TBD							87
Performing	Sheraton Hotel <sup>1</sup>	9/28/99			TBD							1
Performing	Siadie Development, Inc. <sup>2</sup>	12/5/05	3,525,000	38,188		39,460		(2,938)		36,005		40
Performing	Southern California Land 2nd <sup>2</sup> (Southern California Land Development, LLC)	8/3/05	2,800,000	39,667		40,989		(2,333)		38,172		33
Performing	Standard Property Development, LLC <sup>2</sup>	2/27/06	9,640,000	105,764	46,195	132,544		(11,075)		5,240	70,035	115
Performing	SVRB \$4,500,000 <sup>2</sup> (SVRB Investments, LLC)	4/27/05	1,424,081	4,233		231,511		(18,447)			213,064	67

Preliminary Numbers Subject to Revision

**USA Capital  
LOAN SUMMARY  
AS OF MAY 26, 2006**

<u>Performance Evaluation</u>	<u>Loan Name</u>	<u>Origination Date</u>	<u>Loan Outstanding</u>	<u>Interest Outstanding</u>	<u>Interest Prepaid to Investors<sup>5</sup></u>	<u>Principal</u>	<u>Service Fee</u>	<u>DIV Fund</u>	<u>First Trust</u>	<u>Direct Investors</u>	<u>No. of Investors</u>	Due to	
												<u>Collection Account</u>	<u> </u>
Performing	SVRB 2nd \$2,325,000 (SVRB Investments, LLC)	4/27/06	2,325,000			63,033					49,875	25	
Non-Performing	Tapia Ranch (Castiac Partners, LLC)	9/28/04	22,000,000	833,767	TBD						179		
Non-Performing	Ten-Ninety, Ltd./\$4,150,000 <sup>11</sup>	12/30/02	4,150,000	1,820,722	TBD						18		
Non-Performing	Ten-Ninety <sup>1</sup>	Undetermined	55,113,781	TBD	TBD						1		
Non-Performing	The Gardens Phase II (The Gardens, LLC)	3/31/06	2,500,000	22,569							1		
Non-Performing	The Gardens, LLC \$2,425,000 (The Gardens, LLC)	8/15/06	1,925,000	60,417	TBD	51,637	464,000				34		
Non-Performing	The Gardens, LLC Timeshare (The Gardens, LLC)	3/24/04	6,030,000	342,056	197,451								
Repaid	Universal Hawaii <sup>2</sup>	8/6/04		TBD							127		
Performing	University Estates, Inc. <sup>2</sup>	4/11/06	4,897,800	51,845		47,185	487,600	(2,782)			1		
Performing	Urban Housing Alliance - 435 Lofts (Urban Housing Alliance, LLC)	7/13/05	8,150,000			193,336		(13,583)			110		
Non-Performing	Wasco Investments LLC	11/23/04	6,450,000	474,723	355,026						86		
			\$867,066,037	\$47,657,345	\$25,341,775	\$8,042,056	\$52,316,908	(\$977,893)	\$60,391	\$2,322,238	\$43,297,349	10,546	

<sup>1</sup> Status of these loans is undetermined due to bankruptcy, foreclosures, change of ownership, etc. More research is being performed.

<sup>2</sup> Loan listed as performing as sufficient cash is held as Disbursing Agent to pay outstanding interest due.

<sup>3</sup> Interest outstanding due to unfunded amounts under original loan budget.

<sup>4</sup> Principal payments by borrower not returned to investors.

<sup>5</sup> Interest paid to investors in excess of amounts paid by borrowers.

<sup>6</sup> Borrower is Ashby Financial Company, Inc. and R&D Land Investors, LLC.

<sup>7</sup> Borrower is Brookmere, LLC and Lord & Essex Matteson, LLC

<sup>8</sup> Borrowers are Fox Hills 185, LLC, Fox Hills River East, LLC, Fox Hills 119, LLC, Fox Hills 62, LLC, and Fox Hills 37, LLC.

<sup>9</sup> Borrower is Old City, L.C. and Lake Helen Partners, LLC

<sup>10</sup> Borrower is John E. King and Carole D. King

<sup>11</sup> Borrower is Ten-Ninety, Ltd. And William R. Levas and Dorothy Z. Lucas, Trustees of the Lucas Family Trust

# *Exhibit C*

## Hasley Canyon

Alexander, Dr. Stanley	Dr. Stanley Alexander and Florence Alexander, husband and wife, as joint tenants with the rights of	\$100,000.00	Fund	17.00%
Alldredge, Michael M.	Michael M. Alldredge & Ellen M. Alldredge, husband & wife, as joint tenants with right of survivorship	\$50,000.00	Fund	17.00%
Banos, William A.	William A. Banos a married man, as his sole and separate property & Angel J. Banos, an unmarried	\$80,000.00	Fund	17.00%
Barroso, Pedro Luis	Pedro Luis Barroso & Carol Ann Barroso Trustees for the benefit of the Pedro L. & Carol A. Barroso	\$50,000.00	Fund	17.00%
Bartlett, Bruce H.	Bruce H. Bartlett & Fay Bartlett, husband & wife, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Brooks, Ashley	Ashley Brooks, a single woman	\$50,000.00	Fund	17.00%
Bullard, Bill	Fertitta Enterprises, Inc.	\$383,000.00	Fund	18.00%
Bullard, Bill	Fertitta Enterprises, Inc.	\$500,000.00	Fund	18.00%
Bullard, Bill	Fertitta Enterprises, Inc.	\$500,000.00	Fund	18.00%
Bullard, Bill	Fertitta Enterprises, Inc.	\$700,000.00	Fund	18.00%
Bullard, Bill	Fertitta Enterprises, Inc.	\$1,000,000.00	Fund	18.00%
Buttino, Paul L.	PLB Enterprises, LLC	\$60,000.00	Fund	17.00%
Canepa, Evelyn	Evelyn G. Canepa & Scott Krusee Canepa Trustees of the Evelyn G. Canepa Trust dated 9/19/00	\$100,000.00	Fund	17.00%
Canepa, Scott K	Scott K Canepa Defined Benefit Pension Plan	\$600,000.00	Fund	17.00%
Cangelosi, Donna M	Donna M. Cangelosi Trustee of the Donna M. Cangelosi Family Trust	\$40,000.00	Fund	17.00%
Cangelosi, Brandon Arner	Brandon Arner Cangelosi, an unmarried man & Donna M. Cangelosi, a married woman dealing with	\$50,000.00	Fund	17.00%
Capone, Peter W.	Peter W. Capone & Deidre D. Capone, husband & wife, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Chioino, Jill	Jill Chioino & John W. Choe, husband & wife, as joint tenants with right of survivorship	\$50,000.00	Fund	17.00%
Chylak, Robert T.	Robert T. Chylak & Barbara M Chylak Trustees of the Robert T Chylak & Barbara M Chylak Family	\$25,000.00	Fund	17.00%
Cielen, James	James Cielen, an unmarried man	\$25,000.00	Fund	17.00%
Cohen, Irwin	Irwin Cohen & Marilyn T. Cohen Trustees of the Cohen Living Trust dated 3/6/90	\$55,000.00	Fund	17.00%
Dalton, Dennis J.	First Savings Bank Custodian For Dennis J. Dalton, IRA	\$115,000.00	Fund	17.00%
Daskas, Lisa	Lisa Y. Daskas, a single woman	\$50,000.00	Fund	17.00%
Davis, Erika	Erika Davis, a married woman dealing with her sole & separate property	\$45,000.00	Fund	17.00%
Davis, Patrick	S & P Davis Limited Partnership, a Texas Partnership	\$50,000.00	Fund	17.00%
DeBerry, Tracy A.	Tracy A. DeBerry, an unmarried man	\$50,000.00	Fund	17.00%
Derby, David E	David E. Derby & Patricia J. Derby, husband & wife, as joint tenants with the right of survivorship	\$30,000.00	Fund	17.00%
Derby, David E	David E. Derby & Patricia J. Derby, husband & wife, as joint tenants with the right of survivorship	\$30,000.00	Fund	17.00%
Doice, Pat A.	Pat A Dolce & Lora Dean Dolce, husband & wife, as joint tenants with right of survivorship	\$50,000.00	Fund	17.00%
Dovanidis, Panagiotis	Panagiotis Dovanidis, a single man & Dimitra Dovanidou, a married woman dealing with her sole &	\$50,000.00	Fund	17.00%
Duffy Jr., James J.	James J. Duffy Jr. Trustee of the Duffy 1986 Trust dated 6/18/86	\$150,000.00	Fund	17.00%
English, Richard L	Richard L. English, an unmarried man, Transfer on Death to Allison R. English & Andrea R. English	\$300,000.00	Fund	17.00%
Etterman, Marc Scot	Marc Scot Etterman Trustee of the Marc Scot Etterman Living Trust dated 2/11/03	\$25,000.00	Fund	17.00%
Evers, Sagario T	Sagario T. Evers Trustee of the Sagario T. Evers Living Trust dated 5/1/01	\$25,000.00	Fund	17.00%
Fager, Denise F	Denise F. Fager Trustee of the Denise F. Fager Revocable Trust under agreement dated 2/28/03	\$50,000.00	Fund	17.00%
Farrow, Lucille	Lucille Farrow Trustee of the Lucille Farrow Trust 2000	\$150,000.00	Fund	17.00%
Flier, Dennis	Dennis Flier & Carol Flier Trustees of the Flier Family Trust dated 1/21/98	\$80,000.00	Fund	17.00%
Flier, Dennis	Dennis Flier & Carol Flier Trustees of the Flier Family Trust dated 1/21/98	\$150,000.00	Fund	17.00%
Flier, Dennis	Dennis Flier Trustee of the Dennis Flier, Inc. Defined Benefit Trust dated 6/29/87	\$250,000.00	Fund	17.00%
Forbes, Allen K.	Allen K. Forbes, a single man	\$30,000.00	Fund	17.00%
Golden, Joseph	Joseph Golden & Lorraine Golden, husband & wife, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Goldman, Joyce E.	Joyce E. Goldman, a married woman dealing with her sole & separate property	\$90,000.00	Fund	17.00%
Goulding, Kenneth Jerry	Kenneth Jerry Goulding & Florie Goulding, husband & wife, as joint tenants with right of survivorship	\$100,000.00	Fund	17.00%
Greene, Kenneth R.	Kenneth R. Greene & N. Dean Greene, husband & wife, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Hansen, Mark	MLH Family Investment Limited, a Texas company	\$150,000.00	Fund	17.00%
Harkins, Gayle	Blakes House Floral & Balloon Co., a Nevada company	\$50,000.00	Fund	17.00%
Hayes, Beverly J	Beverly J. Hayes & Charles Hayes, wife & husband, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Heinsohn, Robert	Robert W. Heinsohn & Phyllis A. Heinsohn Trustees of the Robert W. Heinsohn & Phyllis A. Heinsohn	\$25,000.00	Fund	17.00%
Henman, Jay E.	Jay E. Henman Trustee of the Jay E. Henman Retirement Plan	\$35,000.00	Fund	17.00%
Holt, Delwin	Delwin C. Holt, an unmarried man	\$25,000.00	Fund	17.00%
Homer, William G.	William G. Homer, a married man dealing with his sole & separate property	\$25,000.00	Fund	17.00%
Huff, Charles	Charles E. Huff, an unmarried man & Vana J. Huff, an unmarried woman, as joint tenants with right	\$50,000.00	Fund	17.00%
Jellison, Mary	Mary Jean Jellison, a married woman dealing with her sole & separate property	\$25,000.00	Fund	17.00%
Joyce, David	David Joyce, a married man dealing with his sole & separate property	\$50,000.00	Fund	17.00%
Koerwitz, Kenneth W	Kenneth W. Koerwitz & Jan Case Koerwitz Trustees of the Kenneth W. Koerwitz & Jan Case Koerwitz	\$450,000.00	Fund	17.00%
Kravitz, David	David Kravitz & Mable R. Kravitz Trustees of the Kravitz Family Revocable Trust under agreement	\$20,000.00	Fund	17.00%
Kravitz, David	David Kravitz & Mable R. Kravitz Trustees of the Kravitz Family Revocable Trust under agreement	\$50,000.00	Fund	17.00%
Lafayette, John	John Lafayette & Marina Lafayette, husband & wife, as joint tenants with right of survivorship	\$40,000.00	Fund	17.00%
Laird, Milton W.	Milton W. Laird & Beverly J. Laird, husband & wife, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Larson, Brad L.	Brad L. Larson, a married man dealing with his sole & separate property	\$50,000.00	Fund	17.00%
Levenson, Jordan	Jordan Levenson, an unmarried man	\$30,000.00	Fund	17.00%
Lim, Jay	Jay Lim & Kim M. Lim, husband & wife, as joint tenants with right of survivorship	\$135,000.00	Fund	17.00%
Lombardi, Pompeo J.	Pompeo J. Lombardi, an unmarried man	\$25,000.00	Fund	17.00%
Lombardi, Pompeo J.	Pompeo J. Lombardi, an unmarried man	\$50,000.00	Fund	17.00%
Lynch, Patrick P	Patrick P. Lynch, a single man	\$50,000.00	Fund	17.00%
MacKintosh, F. Roy	F. Roy MacKintosh Trustee of the Great Basin Foundation For Biomedical Research	\$50,000.00	Fund	17.00%
Mansell , Morris E.	Tiki Investment Enterprises LP, a Nevada Limited Partnership	\$27,000.00	Fund	17.00%
Mansell , Morris E.	Tiki Investment Enterprises LP, a Nevada Limited Partnership	\$50,000.00	Fund	17.00%
Markham, Lily	Lily Markham, a married woman dealing with her sole & separate property & Irene Anne Markham-1	\$30,000.00	Fund	17.00%
Marrone, J V	J V Marrone Trustee for the benefit of The J V Marrone Revocable Trust dated 12/12/95	\$50,000.00	Fund	17.00%
McCollum, James W	James W. McCollum & Pamela P. McCollum, husband & wife, as joint tenants with right of survivorship	\$100,000.00	Fund	17.00%
Mencini-Baker, Christiane	Christiane Mencini-Baker Trustee of the Christiane Mencini-Baker Revocable Trust	\$50,000.00	Fund	17.00%
Milanowski, Cynthia	Cynthia Milanowski Trustee of the Cynthia Milanowski Trust	\$50,000.00	Fund	17.00%
Miller, Steve H	Steve H. Miller & Karen L. Miller, husband & wife, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Minter, Douglas	Douglas Minter & Elizabeth F. Minter Trustees of the Minter Family 1994 Trust	\$50,000.00	Fund	17.00%
Moore, Ernest J	Ernest J. Moore, an unmarried man	\$50,000.00	Fund	17.00%
Moskowitz, Ron	Ron L. Moskowitz	\$50,000.00	Fund	17.00%
Motto, George J.	First Savings Bank Custodian For George J. Motto IRA	\$50,000.00	Fund	17.00%
Muchenberger, Markus	Markus Muchenberger Trustee of the Markus Muchenberger Revocable Trust dated 11/19/03	\$25,000.00	Fund	17.00%
Musso, Walter	Walter Musso & Barbara Musso Trustees of the Musso Living Trust dated 11/30/92	\$50,000.00	Fund	17.00%
Nelson, IV, James S.	James S. Nelson, IV & Delana D. Nelson, husband & wife, as tenants in common	\$500,000.00	Fund	17.00%
Nevins, Richard	Richard Nevins & Michele Nevins, husband & wife, as joint tenants with right of survivorship	\$525,000.00	Fund	17.00%
Nix, John	John Nix & Lisa Nix, husband & wife, as joint tenants with right of survivorship	\$50,000.00	Fund	17.00%
Noel, Arthur J	Arthur Noel Trustee of the Arthur J. Noel Trust dated 2/10/97	\$65,000.00	Fund	17.00%
Noorthoek, Roger	Roger Noorthoek, an unmarried man	\$30,000.00	Fund	17.00%
O'Buch, Olga	Olga O'Buch Trustee of the Olga O'Buch Trust dated 5/28/98	\$25,000.00	Fund	17.00%
O'Connor, Robert H	Robert O'Connor Sr. Administrator of the Bob O'Connor Self Employed Retirement Account	\$25,000.00	Fund	17.00%
O'Connor, Robert H	Robert H. O'Connor & Cathleen B. O'Connor Trustees of the O'Connor Revocable Trust UTD 9/17/	\$35,000.00	Fund	17.00%
Ossen, Patti	Patti Ossen Trustee Of The Patti Ossen 1999 Revocable Trust	\$50,000.00	Fund	17.00%
Owens, Milton	Milton Leroy Owens, Trustee of the Milton Leroy Owens, M. D., Inc. Defined Benefit Pension Plan a	\$25,000.00	Fund	17.00%

Page, Patti	Patti Page, a single woman	\$100,000.00	Fund	17.00%
Palmintere, Philip S	Philip A. Palmintere & Nanci S. Palmintere Trustees of the Palmintere Revocable Trust dated 6/19/	\$25,000.00	Fund	17.00%
Pezzano, Michael	Michael Pezzano & Lisa Pezzano, husband & wife, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Pumphrey, David	David Pumphrey & Patricia Pumphrey Trustees of the Pumphrey Family Trust dated 11/8/89	\$50,000.00	Fund	17.00%
Raggi, Dennis	Dennis Raggi, a married man dealing with his sole & separate property	\$150,000.00	Fund	17.00%
Räggi, Dennis	Dennis Raggi, a married man dealing with his sole & separate property	\$150,000.00	Fund	17.00%
Rand Samuelson, Carolyn	First Savings Bank Custodian For Carolyn Rand Samuelson IRA	\$35,000.00	Fund	17.00%
Remsen, Charles W.	Charles W. Remsen & Kristen J. Remsen Trustees of the Charles W. & Kristen J. Remsen Revocal	\$50,000.00	Fund	17.00%
Romo, Janis N	Janis N. Romo, the custodian of Mario West Romo, a minor under UTMA	\$25,000.00	Fund	17.00%
Sack, Burton M.	Burton M Sack Trustee of the Scott A Sack Irrevocable Trust dated 3/18/94	\$100,000.00	Fund	17.00%
Sack, Burton M.	Burton M Sack Trustee of the David A Sack Irrevocable Trust dated 3/28/94	\$100,000.00	Fund	17.00%
Spinelli, Michael	Gold Rush Lounge, Inc., an Illinois Corporation	\$25,000.00	Fund	17.00%
Spinelli, Michael	Michael Spinelli, a single man	\$45,000.00	Fund	17.00%
Spinelli, Carmine	Carmine Spinelli & Anna Spinelli, husband & wife, as joint tenants with right of survivorship	\$50,000.00	Fund	17.00%
Spinelli, Michael	Michael Spinelli, a single man	\$70,000.00	Fund	17.00%
Steinmetz, Nicholas	Nicholas A. Steinmetz & Cynthia M. Steinmetz Trustees of the 2001 Steinmetz Family Trust	\$50,000.00	Fund	17.00%
Sterling, Joseph	Joseph Sterling & Theresa Sterling Trustees of the Sterling Family Trust dated 6/14/02	\$50,000.00	Fund	17.00%
Still, James C	James C. Still, a married man dealing with his sole & separate property	\$50,000.00	Fund	17.00%
Stryks Shaw, Elizabeth	Elizabeth Stryks Shaw, a single woman	\$35,000.00	Fund	17.00%
Tarantino, Jeanette D.	Jeanette D. Tarantino, a married woman dealing with her sole & separate property	\$25,000.00	Fund	17.00%
Tarr, Wayne	Wayne P. Tarr & Elizabeth G. Tarr, as joint tenants with right of survivorship	\$25,000.00	Fund	17.00%
Taylor, Kevin J	KTaylorGO Investments, LTD, a Texas company	\$50,000.00	Fund	17.00%
Tengan, Lawrence H	Lawrence H. Tengan & Lorraine K. Tengan Trustees of the Lawrence H. Tengan & Lorraine K. Ten	\$25,000.00	Fund	17.00%
Terrell, Thomas	Thomas L. Terrell & Judith J. Terrell, husband & wife, as joint tenants with right of survivorship	\$50,000.00	Fund	17.00%
Tolin, Lesleigh J.	Lesleigh J. Tolin, a single woman	\$25,000.00	Fund	17.00%
Tolin, Lesleigh J.	Lesleigh J. Tolin, a single woman	\$30,000.00	Fund	17.00%
Turner, Darlene M.	Darlene M. Turner, an unmarried woman	\$60,000.00	Fund	17.00%
Ulfelder, Ann	Ann Ulfelder & Leonard Ulfelder, wife & husband, as joint tenants with right of survivorship	\$50,000.00	Fund	17.00%
Ulm, Robert W.	Robert W. Ulm Trustee of the Robert W. Ulm Living Trust dated 4/11/05	\$150,000.00	Fund	17.00%
Van Sickle, Lloyd F	Lloyd F. Van Sickle Trustee of The Van Sickle Family Trust dated 5/20/99	\$60,000.00	Fund	17.00%
Voneuw, Tobias J.	Tobias J. Voneuw Trustee of the Tobias J. Voneuw Revocable Trust dated 11/23/04	\$25,000.00	Fund	17.00%
Vrbancic, Richard G	Richard G. Vrbancic, a single man	\$25,000.00	Fund	17.00%
Wagnon, Mike	Mike Wagnon, a married man dealing with his sole & separate property	\$300,000.00	Fund	17.00%
Watkins, Delbert	Delbert Watkins & Mary Ann Watkins Trustees of the Watkins Family Trust dated 7/24/92	\$25,000.00	Fund	17.00%
Woldorsky, Jerry	Jerry Woldorsky, a married man dealing with his sole & separate property	\$25,000.00	Fund	17.00%
Yonai, Gregory D	Gregory D. Yonai Trustee of the Gregory D. Yonai Family Trust	\$25,000.00	Fund	17.00%

# *Exhibit D*

Tapia Ranch			
Anderson, Charles B.	Charles B. Anderson Trustee of the Charles B. Anderson Trust	\$100,000.00	12.50%
Anderson, Rita P.	Rita P. Anderson Trustee For the Benefit of Rita P. Anderson Trust	\$100,000.00	12.50%
Anglin, Patrick John	Patrick J. Anglin, an unmarried man	\$50,000.00	12.50%
Arnold, Delana D.	Delana D. Arnold, a married woman dealing with her sole & separate property	\$50,000.00	12.50%
Asselin, Robert J.	Robert J. Asselin & Mary E. Asselin Trustees of the 1994 Robert Asselin & Mary Asselin Family Trust	\$50,000.00	12.50%
Backes, Peter	Peter L. Backes Trustee of the Peter L. Backes Trust	\$50,000.00	12.50%
Baker, Robert G.	Robert G. Baker & Miriam D. Baker, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Barker, David	David Barker & Lisa Barker, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Barker, Steven	Steven Barker, an unmarried man	\$50,000.00	12.50%
Barnes, Robert M	Robert M. Barnes & Violet M. Barnes, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Bender, Harriet	Harriet Bender Trustee of the Bender Family Trust dtd 7/30/92 Survivors Trust	\$50,000.00	12.50%
Berglund, Ann	First Savings Bank Custodian For Ann Marie Berglund IRA	\$50,000.00	12.50%
Bisbee, Wayne K	Wayne K. Bisbee & Mae M. Bisbee, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Bonfiglio, James R.	Bonfiglio & Associates, LTD. Pension Plan	\$75,000.00	12.50%
Borom, Charles E	Charles E. Borom & Lanna G. Borom, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Bova, Helena A.	Helena A. Bova, a single woman	\$75,000.00	12.50%
Brahy, Raymond	Raymond Brahy & Rita Brahy, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Brecht, Marshal	Marshall J. Brecht & Janet L. Brecht Trustees of the Marshall J. Brecht Trust dated 2/5/86	\$100,000.00	12.50%
Brehmer (IRA), Suzanne	First Trust Co. of Onaga Custodian For Suzanne Brehmer IRA	\$85,000.00	12.50%
Brehmer, Suzanne	Suzanne Brehmer, a single woman	\$77,000.00	12.50%
Brooks, Ashley	Ashley Brooks, a single woman	\$50,000.00	12.50%
Brown, Ronald Gene	First Savings Bank Custodian For Ronald Gene Brown IRA	\$50,000.00	12.50%
Brown, Ronald Gene	Ronald Gene Brown & Jagoda Brown, husband & wife, as joint tenants with right of survivorship	\$100,000.00	12.50%
Buckalew, Janet	Janet Buckalew Trustee of the Buckalew Trust	\$100,000.00	12.50%
Bullard, Bill	Feritta Enterprises, Inc.	\$5,000,000.00	13.00%
Cady, Mary Monica	First Savings Bank Custodian For Mary Monica Cady IRA	\$50,000.00	12.50%
Cameron, Ralph F.	Ralph F. Cameron Trustee of the Cameron Survivors Trust dated 12/22/97 For the Benefit of his children	\$50,000.00	12.50%
Cardwell, James B.	James B. Cardwell & Reba Jo Cardwell Trustees of the Cardwell Family Trust	\$34,000.00	12.50%
Carlton, Daniel	Daniel Carlton & Takeko Carlton Trustees for the Daniel O. Carlton & Takeko Carlton Revocable Trust	\$50,000.00	12.50%
Cartagena, Eric N.	Eric N. Cartagena, Trustee, of The Eric Noel Cartagena Trust	\$50,000.00	12.50%
Cauchois, Maurice A.	Maurice A. Cauchois & Jacqueline M. Cauchois Trustees of the M & J Cauchois Family Trust dated 2/2	\$70,000.00	12.50%
Chaudhry, Tariq	Joy Investment, Inc., a Nevada Corporation	\$100,000.00	12.50%
Clark, Donald	Donald P. Clark Trustee of the Donald P. Clark Family Trust dated 10/25/94	\$85,000.00	12.50%
Clark, Harold E	Harold F. Clark Jr., a single man	\$50,000.00	12.50%
Clark, Jack R.	Jack R. Clark & Linda C. Reid, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Collins, Shirley	Shirley M. Collins Trustee as her sole & separate property under the Collins Family Trust dated 1/29/93	\$100,000.00	12.50%
Conrad, Terrence	Terrence D. Conrad and Doreen C. Conrad, husband and wife, as joint tenants with the right of survivorship	\$50,000.00	12.50%
Corley, Iris G	Iris G. Corley Trustee of the Iris G. Corley Trust dated 9/19/84	\$50,000.00	12.50%
Corum, Bruce	Bruce H. Corum Trustee of the Credit Shelter Trust	\$200,000.00	12.50%
Cuza, Fernando	Fernando Cuza & Kristi Cuza, husband & wife, as joint tenants with right of survivorship	\$250,000.00	12.50%
DaCosta, Maureen	Maureen DaCosta, a single woman	\$150,000.00	12.50%
Dai, Wen	Wen Dai & Zhiimin Chen, wife & husband, as joint tenants with the right of survivorship	\$50,000.00	12.50%
Davis, Joseph	Joseph Davis & Marion Sharp Co-Trustees of the Davis Family Trust	\$100,000.00	12.50%
Davis, Patrick	S & P Davis Limited Partnership, a Texas Partnership	\$100,000.00	12.50%
DeHart/Hooks, Rena F.	Rena F. De Hart Trustee of the A. Robert De Hart Trust C dated 1/21/93	\$68,000.00	12.50%
Dery, James D.	James D. Dery & Ann R. Dery, husband & wife	\$50,000.00	12.50%
Doerr, Linda P.	Linda Patrucco Doerr Trustee of the Doerr Family Trust dated 9/12/02	\$140,000.00	12.50%
Dolce, Pat A.	Pat A Dolce & Lora Dean Dolce, husband & wife, as joint tenants with right of survivorship	\$75,000.00	12.50%
Drubin, Daniel T.	First Savings Bank Custodian For Daniel T. Drubin IRA	\$165,000.00	12.50%
Dutt, Cynthia D.	Cynthia Deann Dutt & Wayne A. Dutt Trustees of the C. DeAnn Dutt Trust	\$40,000.00	12.50%
Dutt, Wayne A	Wayne A. Dutt & Cynthia Deann Dutt Trustees of the Wayne A. Dutt Trust	\$250,000.00	12.50%
Eames, Mark L.	Mark L. Eames & Sandra K. Eames, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Earl, Edward D.	Edward D. Earl, a married man dealing with his sole and separate property	\$100,000.00	12.50%
Earp, Mary	First Savings Bank Custodian For Mary H. Earp IRA	\$50,000.00	12.50%
Earp, Robert	Robert D. Earp, a married man dealing with his sole & separate property	\$50,000.00	12.50%
Falkenborg, Bruce	Sierra West, Inc., a Nevada corporation	\$100,000.00	12.50%
Falkenborg, Marguerite	Marguerite Falkenborg Trustee of the Marguerite Falkenborg 2000 Trust dated 6/20/00	\$100,000.00	12.50%
Falkenborg, Marguerite	Falkenborg Family LLC, a California limited liability company	\$100,000.00	12.50%
Farrah, Julia	Julia Farrah Trustee of the Julia Farrah Revocable Living Trust dated 10/8/92	\$50,000.00	12.50%
Favro, William H.	William H. Favro & Carol M. Favro Trustees of the Favro Trust dated 9/14/00	\$50,000.00	12.50%
Fine, Lewis H.	First Trust Co. Of Onaga Custodian For Arlene J. Fine IRA	\$50,000.00	12.50%
Fine, Lewis H.	First Trust Co. of Onaga Custodian for Lewis H. Fine IRA	\$140,000.00	12.50%
Flier, Dennis	Dennis Flier Trustee of the Dennis Flier, Inc. Defined Benefit Trust dated 6/29/87	\$50,000.00	12.50%
Forde TTEE, Diana	Diana Forde, TTEE of the Michelle Revocable Trust dated 05/03/02	\$93,000.00	12.50%
Gahring, Jeannine	Jeannine M. Gahring Trustee of the Jeannine M. Gahring Revocable Trust	\$50,000.00	12.50%
Georges, Leonard	Leonard J. Georges & Jean Georges Co-Trustees of the Georges 1987 Trust dated 12/23/87	\$100,000.00	12.50%
Goldstein, Barry J	Barry J. Goldstein & Patricia B. Goldstein, as joint tenants with right of survivorship	\$50,000.00	12.50%
Graham, Robin B.	Robin B. Graham & Celia Allen-Graham Trustees of the Graham Family Trust dated 10/26/78	\$200,000.00	12.50%
Gresher, William R.	William R. Gresher & Sandra C. Gresher Trustees of the Gresher Family Trust dated 10/18/02	\$50,000.00	12.50%
Hamm, Charles T.	Charles T. Hamm and Sandra L. Hamm, Trustees of the Hamm Trust dated 3/17/05	\$50,000.00	12.50%
Hansen, Christian	Christian Hansen, a single man	\$100,000.00	12.50%
Harmon, Jennifer J.	Jennifer J. Harmon, a single woman, and Cheryl Hoff, a married woman dealing with her sole and sepa	\$50,000.00	12.50%
Harrison, Thomas B.	Thomas B. Harrison & Marguerite F. Harrison Trustees of the Harrison Family Trust dated 7/27/99	\$80,000.00	12.50%
Hart, Dolores M.	Dolores M. Hart, Trustee of the Hart Family Trust dated 8/30/99	\$50,000.00	12.50%
Hart, Kay J.	Kay J. Hart, an unmarried woman	\$50,000.00	12.50%
Hedlund, Michael	Michael Hedlund & Carol Hedlund, husband & wife, as joint tenants with right of survivorship	\$100,000.00	12.50%
Herpst, Robert L	Robert L. Herpst Trustee of the Herpst Family Trust dated 8/16/90	\$100,000.00	12.50%
Hilborn, Marilyn	Marilyn Hilborn Trustee of the Marilyn Hilborn Trust dated 11/18/93	\$50,000.00	12.50%
Hoffman, Warren	Hoffman Family Investments LP, an Iowa limited partnership	\$50,000.00	12.50%
Holder, Ralph	Ralph C. Holder & Naomi S. Holder Trustees of the Holder Revocable Trust dated 10/21/91	\$100,000.00	12.50%
Holt, Delwin	Delwin C. Holt, an unmarried man	\$50,000.00	12.50%
Hulse, Rodney C.	Rodney C. Hulse and Cathryn J. Hulse, trustees of the Hulse Family Trust	\$65,000.00	12.50%
Ives, Evelyn A.	Evelyn A. Ives Trustee of the Melvin J. Ives & Evelyn A. Ives Bypass Trust dated 1/6/93	\$50,000.00	12.50%
Ives, Evelyn A.	Evelyn A. Ives Trustee of the Mevin J. Ives & Evelyn A. Ives QTIP Trust	\$50,000.00	12.50%
Janssen, Roger L.	Roger L. Janssen, a widower	\$50,000.00	12.50%
Johnston, Delbert T.	Delbert T. Johnston, Jr. & Rebecca J. Johnston Trustees of the Johnston Estate Revocable Trust dated	\$50,000.00	12.50%

Kefalas, Kenneth	F. R. Inc. DBA Bombard Electric, a Nevada corporation	\$250,000.00	12.50%
Kefalas, Kenneth	Kenneth Kefalas & Debbie Kefalas Trustees of the Kefalas Trust dated 7/3/97	\$250,000.00	12.50%
Kehl, Christina M.	Christina M. Kehl, an unmarried woman	\$50,000.00	12.50%
Kehl, Daniel	Daniel J. Kehl, a married man dealing with his sole & separate property	\$200,000.00	12.50%
Kehl, Kevin A.	Kevin Kehl, a married man dealing with his sole & separate property	\$200,000.00	12.50%
Kehl, Robert J.	Robert J. Kehl & Ruth Ann Kehl, husband & wife, as joint tenants with right of survivorship	\$500,000.00	12.50%
Klega, James	James Klega & Shirley Klega Trustees of the James & Shirley Klega Trust dated 06/22/95	\$50,000.00	12.50%
Kloenne, Bernard A	Bernard A. Kloenne Trustee of the Bernard Kloenne Living Trust dated 10/10/86	\$100,000.00	12.50%
Knobel, Anna S.	Anna S. Knobel Trustee of the 1986 Knobel Trust dated 9/5/96	\$100,000.00	12.50%
Kravitz, David	David Kravitz & Mable R. Kravitz Trustees of the Kravitz Family Revocable Trust under agreement date	\$25,000.00	12.50%
Kravitz, David	David Kravitz & Mable R. Kravitz Trustees of the Kravitz Family Revocable Trust under agreement date	\$50,000.00	12.50%
Kriss, Arthur I	Trust Company of the Pacific Custodian for Arthur I. Kriss IRA	\$50,000.00	12.50%
Lampert, Robert M.	Jester, LP, a Nevada limited partnership	\$50,000.00	12.50%
Lawrence, James F.	James F. Lawrence and Arla M. Lawrence, trustees of The James F. Lawrence and Arla Lawrence Rev	\$100,000.00	12.50%
Lawson, Sandra L.	Raymond Nunez & Sandra L. Lawson Trustees of The Raymond & Sandra Nunez Family Trust	\$100,000.00	12.50%
Lehr, James W.	James W. Lehr & Julie Anne Lehr, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Lenhart, William H.	William H. Lenhart Trustee of the William H. Lenhart Living Trust	\$85,000.00	12.50%
Lewis, Gerald	Gerald Lewis & Judith J. Lewis, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Libman, Ernest W.	Ernest W. Libman Trustee of the Ernest W. Libman & Cleone Libman Family Trust dated 3/11/93	\$170,000.00	12.50%
Lidster, James	James H. Lidster & Phyllis M. Lidster Trustees of the James H. Lidster Family Trust dated 1/20/92	\$50,000.00	12.50%
Lieblein, Anna	Anna Lieblein, an unmarried woman & John Drakoules, an unmarried man	\$200,000.00	12.50%
Lindquist, Steve	Steve Lindquist Trustee of the Steve Lindquist Charitable Remainder Unit Trust dated 9/9/96	\$50,000.00	12.50%
Lloyd, Karen	Karen Lloyd Trustee of the Ventura Trust dated 11/14/03	\$50,000.00	12.50%
Louvigny, Henri L.	Henri L. Louvigny & Marcelle A. Louvigny Co-Trustees For The Benefit	\$50,000.00	12.50%
Lukasavage, William	William Lukasavage & Joanne Lukasavage, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Markham, Lily	Lily Markham, a married woman dealing with her sole & separate property & Irene Anne Markham-Tafo	\$50,000.00	12.50%
Maroko, Michael	Michael C Maroko & Haviva Maroko Trustees of the Michael C Maroko & Haviva Maroko 2001 Revocal	\$100,000.00	12.50%
Marshall, Don P.	Don P. Marshall Trustee of the Don P. Marshall Trust dated 7/18/95	\$50,000.00	12.50%
Massry, Morris	Morris Massry, a married man dealing with his sole & separate property	\$200,000.00	12.50%
McCartney, Michael R.	Michael R. McCartney & Teresa R. McCartney, husband & wife, as tenants in common	\$50,000.00	12.50%
McClaflin, Barbara Fay	Barbara McClaflin Trustee of the Revocable Living Trust Agreement of Barbara Fay McClaflin	\$50,000.00	12.50%
Mechek, Larry	A-1 Properties, LLC	\$100,000.00	12.50%
Merialdo, Linda	Linda Merialdo Trustee of the Linda Merialdo Living Trust dated 8/6/02	\$200,000.00	12.50%
Michael, Alain	Alain Michael & Dawn Levy Michael Trustees of the Michael Family Trust dated 12/4/03	\$80,000.00	12.50%
Miller, Harold L	Harold L. Miller Trustee of the Art-Kay Family Trust	\$50,000.00	12.50%
Motto, George J.	First Savings Bank Custodian For George J. Motto IRA	\$50,000.00	12.50%
Neal, Kelly	Kelly F. Neal, transfer on death to Jeanette Neal	\$50,000.00	12.50%
Newman, Larry	Larry J. Newman & Elsie D. Newman Trustees of the Newman Family Trust dated 9/30/97	\$50,000.00	12.50%
Nicola, Marvin L.	Marvin L Nicola Trustee of the Marvin Lynn Nicola Family Trust dated 6/13/78	\$50,000.00	12.50%
Novara, Stanley	Stanley M. Novara Trustee Under the Stanley M Novara Family Trust dated 11/12/04	\$75,000.00	12.50%
Obermuller, Henry	Henry J. Obermuller & Mengia K. Obermulier Trustees of the Henry & Mengia Obermuller Trust dated 6/17/97	\$50,000.00	12.50%
O'Connor, Robert H	Robert H. O'Connor & Cathleen B. O'Connor Trustees of the O'Connor Revocable Trust UTD 9/17/97	\$65,000.00	12.50%
Padgett, Varnell O	Varnell O. Padgett & Dorothy A. Padgett Trustees of the Padgett Family Trust dated 3/25/03	\$50,000.00	12.50%
Pasqualotto, Anthony	Anthony Pasqualotto & Alicia Pasqualotto Trustees of the Anthony Pasqualotto & Alicia Pasqualotto 19	\$50,000.00	12.50%
Peele, Jennefer	Jennefer C. Peele Trustee of the Peele Spousal Trust dated 2/10/87	\$50,000.00	12.50%
Perlman, Robert H	Robert H. Perlman & Lynn R. Perlman Trustees of the Robert H. Perlman & Lynn R. Perlman Trust dated 7/12/99	\$50,000.00	12.50%
Perrone, Nicholas	Nicholas Perrone Trustee of the Nicholas Perrone Trust dated 7/12/99	\$300,000.00	12.50%
Peterson, Andrew R	Andrew Peterson & Sharon Peterson Trustees of the Andrew R. Peterson & Sharon Peterson 1991 Livi	\$50,000.00	12.50%
Pinnell, Lynda	Lynda L. Pinnell Trustee of the Lynda L. Pinnell Living Trust dated 7/24/00	\$50,000.00	12.50%
Polacheck, Arthur	Arthur Polacheck and Giorianne Polacheck, Husband and wife as joint tenants with right of survivorship	\$500,000.00	12.50%
Polacheck, Stephen B	Stephen B. Polacheck Trustee of the Polacheck & Associates, Inc. Profit Sharing Plan dated 2/20/73	\$100,000.00	12.50%
Ramos, Leonard	Leonard J. Ramos & Claudia C. Ramos Trustees of the Ramos Family Trust dated 8/27/97	\$50,000.00	12.50%
Rieger, Larry	Larry L. Rieger & Patsy R. Rieger Trustees of the Larry L. Rieger & Patsy R. Rieger Revocable Trust dated 9/21/93	\$150,000.00	12.50%
Russell, Mary E.	Mary E. Russell Trustee of the Russell Revocable Trust dated 9/21/93	\$50,000.00	12.50%
Samuels, Taylor	Samuels Foundation, Inc., a Nevada corporation	\$10,000.00	12.50%
Samuels, Taylor	Taylor Samuels Trustee of the Samuels 1999 Trust	\$100,000.00	12.50%
Sanchez, Randy M.	Randy M. Sanchez & Sharon Sanchez Trustees of the Sanchez Living Trust dated 10/13/03	\$50,000.00	12.50%
Schnadt, William E	William E. Schnadt & Janet E. Schnadt Trustees of the Schnadt Trust dated 6/18/93	\$50,000.00	12.50%
Schnitzer, Arthur P.	Arthur P. Schnitzer & Lynn S. Schnitzer Trustees of the Schnitzer Living Trust dated 10/29/91	\$100,000.00	12.50%
Schulte, James L.	James L. Schulte and Cynthia L. Schulte, husband and wife as joint tenants with the right of survivorship	\$50,000.00	12.50%
Schumann, Kenneth L	Kenneth L. Schumann Trustee of the Kenneth L. Schumann Living Trust dated 7/19/96	\$50,000.00	12.50%
Schwarzman, Andrew	First Savings Bank Custodian For A. Andrew Schwarzman IRA	\$54,000.00	12.50%
Shepherd, Alice	Alice Shepherd, Trustee of the Shepherd Trust dated 6/28/05	\$50,000.00	12.50%
Sikorski, Robert G.	Robert G. Sikorski	\$110,000.00	12.50%
Slovits, Herbert	Herbert Slovits, a single man & Julie B. Slovis, a single woman as joint tenants with right of survivorship	\$100,000.00	12.50%
Snopko, Frank	Rocklin/Redding LLC	\$800,000.00	12.50%
Sparks, Michael	Michael R. Sparks & Muriel S. Sparks Co-Trustees of the Sparks Family Trust dated 2/26/93	\$50,000.00	12.50%
Speckert, Robert S.	Robert S. Speckert Trustee of the Robert S. Speckert Rev. Living Trust dated 6/11/92	\$50,000.00	12.50%
Sun, Shiqi Charlie	Shiqi Charlie Sun & Jianzhen Jean Sun, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Sutton, Shirley J	Shirley J. Sutton Trustee of the Shirley J. Sutton Trust	\$50,000.00	12.50%
Swanson, Leland	Leland K. Swanson & Lena M. Swanson Trustees of the Swanson Family Trust dated 9/14/94	\$150,000.00	12.50%
Taylor, Gary N	Gary N. Taylor Trustee of the Gary N. Taylor PSP	\$100,000.00	12.50%
Thacker, Basil	Basil Thacker & Jill M. Thacker, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Thompson, Daryl	Daryl D. Thompson Trustee of the Thompson 1993 Trust dated 1/26/93	\$475,000.00	12.50%
Tichenor, Douglas	Douglas Tichenor & Susan Tichenor, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
Tiede, Patricia L.	Patricia L. Tiede, an unmarried woman	\$50,000.00	12.50%
Tomlin, Donald S	Donald S. Tomlin & Dorothy R. Tomlin Trustees of the Donald S. Tomlin & Dorothy R. Tomlin Revocab	\$100,000.00	12.50%
Tucker, Gary E.	Gary E. Tucker & Linda L. Tucker, husband & wife, as joint tenants with right of survivorship	\$50,000.00	12.50%
USA National Fund,	USA Capital First Trust Deed Fund	\$81,000.00	12.50%
USA National Fund,	USA Capital First Trust Deed Fund	\$233,000.00	12.50%
Van Damme, Gilbert	Gilbert Van Damme Trustee of the Van Damme Family Trust	\$300,000.00	12.50%
Van Sickle, Lloyd F	Lloyd F. Van Sickle Trustee of The Van Sickle Family Trust dated 5/20/99	\$100,000.00	12.50%
Voneuw, Tobias J.	Tobias J. Voneuw Trustee of the Tobias J. Voneuw Revocable Trust dated 11/23/04	\$100,000.00	12.50%
Winard, Marc	Marc Winard & Ann Winard Trustees of the Marc & Ann Winard Family Trust dated 6/22/95	\$100,000.00	12.50%
Wolfe, Loren	LK Wolfe Family, LP, a Nevada limited partnership	\$50,000.00	12.50%
Wood, Richard D	Richard D. Wood Trustee of the Wood Living Trust dated 10/1/99	\$50,000.00	12.50%
Worthen, Richard G.	Richard G. Worthen and La Rue S. Worthen Trustees of the Richard G. Worthen Family Trust	\$200,000.00	12.50%
Young, Percy & Ruth	Percy Young & Ruth Young, husband & wife	\$90,000.00	12.50%

Zappulla, Joseph G	Joseph G. Zappulla & Carol A. Zappulla, husband & wife, as joint tenants with right of survivorship	\$125,000.00	12.50%
Zawacki, Kenneth E.	Zawacki, a California LLC	\$100,000.00	12.50%
Zimmerman, Terry Audbrey	Terry A. Zimmerman Trustee of the Terry Audbrey Zimmerman Living Trust dated 9/4/90	\$300,000.00	12.50%
Zook, David A	David A. Zook Trustee of the Zook Revocable Living Trust for the benefit of Kathryn E. Zook (a minor)	\$55,000.00	12.50%
Zook, David A	David A. Zook Trustee of the Zook Revocable Living Trust for the benefit of Emily J. Zook (a minor)	\$55,000.00	12.50%
Zunino, Osvaldo	Osvaldo Zunino Trustee of the Osvaldo Zunino Living Trust dated 12/18/98	\$70,000.00	12.50%
Zurfluh Jr., Raymond J.	Raymond J. Zurfluh, Jr. & Shirley J. Zurfluh, husband & wife, as joint tenants with right of survivorship	\$75,000.00	12.50%

# *Exhibit E*

## AGREEMENT

USA Commercial Mortgage Company ("USACM") brokered a loan between Los Valles Land & Golf, LLC., a Delaware limited liability company ("Borrower"), and Lender, as that term is defined in that certain Loan Agreement between them dated March 3, 2004 ("Loan Agreement"). Fertitta Enterprises, Inc. ("Fertitta") as a member of Lender and USACM agree to additional terms of the loan as follows.

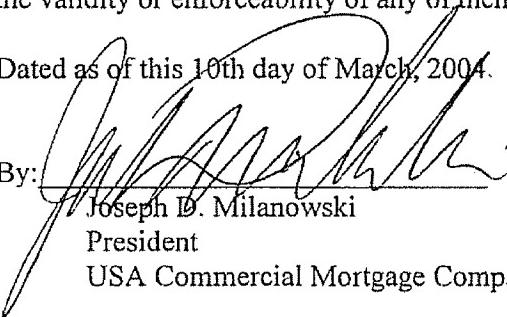
### RECITALS

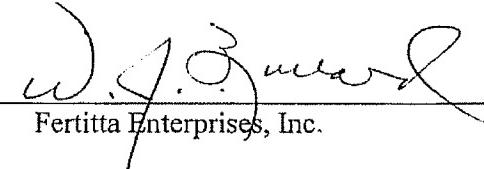
- A. USACM negotiated an exit fee from Borrower as additional compensation for making the loan.
- B. Fertitta committed to funding \$3,083,000 of the loan, and as consideration for its commitment is entitled to a portion of the exit fee from Borrower.
- C. The Loan is evidenced by a Note dated March 3, 2004 in the principal amount of \$11,700,000, bearing interest at the rate of 18% per annum. The Note is secured by a Deed of Trust recorded on March 17, 2004 as Document 04-0634651 in the Official Records of Los Angeles County, California.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, USACM and Fertitta agree:

1. Fertitta shall be entitled to its pro rata share of the exit fee due USACM, or 26.35%.
2. USACM shall instruct the Borrower or Borrower's escrow at the time of any payment of exit fees to remit the portion of the exit fee due Fertitta directly to Fertitta.
3. USACM and Fertitta represent and acknowledge that the relationship between them is as mortgage broker and lender and any other documents between them, or in connection with this loan are in full force and effect, and that neither USACM nor Fertitta has any knowledge of any defense to the validity or enforceability of any of them.

Dated as of this 10th day of March, 2004.

By:   
Joseph D. Milanowski  
President  
USA Commercial Mortgage Company

By:   
W.J. Fertitta  
Fertitta Enterprises, Inc.

# *Exhibit F*

## AGREEMENT

USA Commercial Mortgage Company ("USACM") brokered a loan between Castaic Partners, LLC, a California limited liability company ("Borrower"), and Lender, as that term is defined in that certain Loan Agreement between them dated September 28, 2004 ("Loan Agreement"). Fertitta Enterprises, Inc. ("Fertitta") as a member of Lender and USACM agree to additional terms of the loan as follows.

### RECITALS

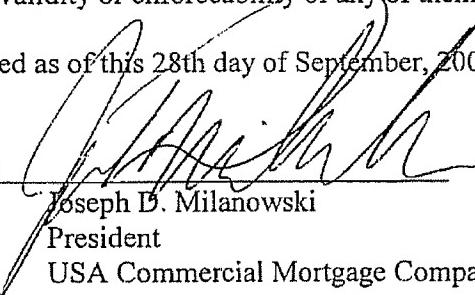
- A. USACM negotiated an exit fee from Borrower as additional compensation for making the loan.
- B. Fertitta committed to funding \$5,000,000 of the loan, and as consideration for its commitment is entitled to a portion of the exit fee from Borrower.
- C. The Loan is evidenced by a Note dated September 24, 2004 in the principal amount of \$18,500,000, bearing interest at the rate of 13% per annum. The Note is secured by a Deed of Trust recorded on October 8, 2004 as Document 04-2598922 in the Official Records of Los Angeles County, California.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, USACM and Fertitta agree:

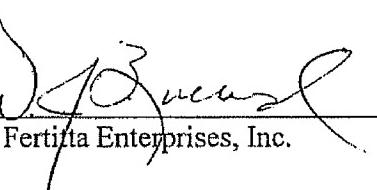
1. Of an exit fee of 1% of the gross sale price of the property, Fertitta shall be entitled to its pro rata share of such exit fee due USACM, or 22.73% as calculated herein.
2. USACM shall instruct the Borrower or Borrower's escrow at the time of any payment of exit fees to remit the portion of the exit fee due Fertitta directly to Fertitta.
3. USACM and Fertitta represent and acknowledge that the relationship between them is as mortgage broker and lender and any other documents between them, or in connection with this loan are in full force and effect, and that neither USACM nor Fertitta has any knowledge of any defense to the validity or enforceability of any of them.

Dated as of this 28th day of September, 2004.

By:

  
Joseph B. Milanowski  
President  
USA Commercial Mortgage Company

By:

  
W. J. P. Fertitta  
Fertitta Enterprises, Inc.